

BOGLE & GATES P.L.L.C.

A Professional Limited Liability Company

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24932/00001

February 2, 1999

Jennifer G. MacDonald
Assistant Regional Counsel
U.S. Environmental Protection Agency
Region 10
1200 Sixth Avenue
Seattle, Washington 98101

Re: Rhodia Inc. Facility Subject to Administrative Order on Consent for
Corrective Action -- Docket No. 1091-11-20-3008(h)

Dear Ms. MacDonald:

In our recent telephone conversation, you requested copies of documents evidencing the transfer of the subject property from Rhone-Poulenc Inc. to Rhodia Inc. Secondly, you requested documentation on the corporate name change from Rhone-Poulenc Inc. to Rhone-Poulenc Ag Company Inc. The enclosed documents are provided in response to your requests. Please call me if you have any questions regarding these items.

Sincerely,

BOGLE & GATES P.L.L.C.



Scott P. Isaacson

Enclosure(s)

cc: Paul E. Linskey
Timothy H. Goodson

WA 2302
2-2-99
la

FILE COPY

Filed for Record at Request of

AFTER RECORDING MAIL TO:

Carianne Gengaro, Esq.
Crummy, Del Deo, Dolan, Griffinger & Vecchione
One Riverfront Plaza
Newark, NJ 07102

SPECIAL WARRANTY DEED

THE GRANTOR, RHONE-POULENC, INC. a New York Corporation, with an address at 231 Black Horse Lane, Monmouth Junction, New Jersey 08852 for and in consideration of One (\$1.00) Dollar in hand paid, grants, bargains, sells, conveys and confirms to RHODIA, INC., a Delaware Corporation, with an address of 231 Black Horse Lane, Monmouth Junction, New Jersey 08852, the Grantee, the real estate, situated in the County of King, State of Washington, as described in Exhibit "A" attached hereto and incorporated herein for all purposes.

This conveyance is made by Grantor and accepted by Grantee expressly subject to these matters set forth on Exhibit "B" accepting this deed, the Grantee expressly assumes and agrees to observe, keep and perform all Grantor's covenants and obligations under the agreement and instrument set forth in paragraphs 4 and 5 of Exhibit "B" hereto accruing from, on or after the delivery of this deed.

The Grantor for itself and for its successors in interest does by these presents expressly limit the covenants of the deed to those herein expressed, and exclude all covenants arising or to arise by statutory or other implication, and does hereby covenant that against all persons whomsoever lawfully calling or to claim by, through or under said Grantor and not otherwise, Grantor will forever warrant and defend the said described real estate subject to the matters set forth in Exhibit "B"

Dated this 2nd day of January, 1998.

ATTEST:

RHONE POULENC, INC.
a New York Corporation

John Iatesta
JOHN IATESTA, ASSISTANT SECRETARY

By: Robert Machin
ROBERT MACHIN,
SENIOR VICE PRESIDENT

W48-036-3

evergreen has placed this document of record as a customer courtesy and accepts no liability for the accuracy or validity of the document.

E1600321 03/23/98

9803231968

STATE OF NEW JERSEY, COUNTY OF Middlesex
I CERTIFY that on January 2, 1998,

John Iatesta, personally came before me and this person acknowledged under oath, to my satisfaction, that:

- (a) this person is the Assistant Secretary of Rhone-Poulenc, Inc. the corporation named in this Deed;
- (b) this person is the attesting witness to the signing of this Deed by the proper corporate officer which is Robert Machin, the Senior Vice President, of the corporation;
- (c) this Deed was signed and delivered by the corporation as its voluntary act duly authorized by a proper resolution of its Board of Directors;
- (d) this person knows the proper seal of the corporation which was affixed to this Deed;
- (e) this person signed this proof to attest to the truth of these facts; and
- (f) the full and actual consideration paid or to be paid for the transfer of title is \$1.00 & other good and valuable consideration.


Notary Public of New Jersey

DEBORAH R. FRY
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 10/23/2001

Record & Return To:
Carianne Gengaro, Esq.
Gibbons, Del Deo, Dolan, Griffinger & Vecchione, Esqs.
One Riverfront Plaza
Newark, New Jersey 07102

9803231968

EXHIBIT "A"

THAT PORTION OF TRACTS 1 AND 2 OF THE MEADOWS, ACCORDING TO THE PARTITION MAP OF PART OF THE FRANCIS MC HATT DONATION LAND CLAIM NO. 38 FILED IN KING COUNTY SUPERIOR COURT CAUSE NO. 120391, AND OF THE ABANDONED BED OF THE DUWAMISH RIVER, ALL LOCATED IN SECTION 33, TOWNSHIP 24 NORTH, RANGE 4 EAST, W.M., IN KING COUNTY, WASHINGTON AND ALL LYING WESTERLY OF THE WESTERLY MARGINS OF EAST MARGINAL WAY SOUTH AND ALSO WESTERLY OF THE PARCEL OF LAND ADJOINING EAST MARGINAL WAY WHICH WAS CONVEYED TO GREAT NORTHERN RAILWAY COMPANY BY DEED RECORDED UNDER FILE NUMBER 4784818; LYING EASTERLY OF THE EASTERLY MARGIN OF THE RIGHT OF WAY OF COMMERCIAL WATERWAY DISTRICT NO. 1 (DUWAMISH WATERWAY); LYING SOUTHERLY OF THE HEREINAFTER DESCRIBED "LINE A"; AND LYING NORTHERLY OF THE HEREINAFTER DESCRIBED "LINE B":

LINE A:

BEGINNING ON THE WESTERLY LINE OF EAST MARGINAL WAY SOUTH, WHICH POINT BEARS NORTH 89°15'54" WEST 2470.01 FEET ALONG THE DONATION CLAIM LINE AND SOUTH 23°40'59" EAST 048.77 FEET ALONG THE WESTERLY LINE OF EAST MARGINAL WAY SOUTH FROM THE INTERSECTION OF THE LINE BETWEEN THE DONATION CLAIMS OF FRANCIS MC HATT AND HENRY VAN ASSELT WITH THE EAST LINE OF SECTION 33, TOWNSHIP 24 NORTH, RANGE 4 EAST, W.M., IN KING COUNTY, WASHINGTON; RUNNING THENCE WEST 1574.72 FEET TO THE EASTERLY LINE OF COMMERCIAL WATERWAY NO. 1; THENCE SOUTH 15°00'00" EAST ALONG SAID EASTERLY LINE 237.76 FEET TO THE TRUE POINT OF BEGINNING OF SAID "LINE A"; THENCE EAST 1053.10 FEET; THENCE SOUTH 23°02'00" EAST 45.03 FEET; THENCE EAST 661.38 FEET TO THE WESTERLY MARGIN OF EAST MARGINAL WAY SOUTH AND THE TERMINUS OF SAID "LINE A";

LINE B:

BEGINNING ON THE WESTERLY MARGIN OF EAST MARGINAL WAY SOUTH AT A POINT WHICH BEARS NORTH 89°15'54" WEST A DISTANCE OF 2470.01 FEET ALONG THE DONATION CLAIM LINE AND SOUTH 23°40'59" EAST A DISTANCE OF 1374.17 FEET ALONG THE WESTERLY MARGIN OF EAST MARGINAL WAY SOUTH FROM THE INTERSECTION OF THE LINE BETWEEN THE DONATION CLAIMS OF FRANCIS MC HATT AND HENRY VAN ASSELT WITH THE EAST LINE OF SECTION 33, TOWNSHIP 24 NORTH, RANGE 4 EAST, W.M., IN KING COUNTY, WASHINGTON, SAID POINT BEING AT THE INTERSECTION OF THE WESTERLY MARGIN OF EAST MARGINAL WAY SOUTH WITH THE NORTH LINE OF VAN DE VANTER STOCK FARM TRACT AND THE TRUE POINT OF BEGINNING OF SAID "LINE B"; THENCE NORTH 89°27'50" WEST A DISTANCE OF 14.94 FEET; THENCE NORTH 86°54'59" WEST A DISTANCE OF 486.97 FEET; THENCE NORTH 84°17'04" WEST A DISTANCE OF 117.00 FEET; THENCE SOUTH 83°57'56" WEST A DISTANCE OF 119.00 FEET; THENCE SOUTH 70°40'29" WEST A DISTANCE OF 110.173 FEET TO THE TRUE POINT OF BEGINNING; THENCE SOUTH 61°33'40" WEST A DISTANCE OF 840.02 FEET, TO THE EASTERLY LINE OF THE RIGHT OF WAY OF COMMERCIAL WATERWAY DISTRICT NO. 1 AND THE TERMINUS OF SAID "LINE B".

TOGETHER WITH THE RIGHT TO CROSS THE PARCEL CONVEYED TO GREAT NORTHERN RAILWAY COMPANY AS RESERVED IN DEED RECORDED UNDER FILE NUMBER 4784818.

9803231964

JH

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

DEC 10 1998



Special Deputy Secretary of State

DOS-1266 (5/96)

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CT-07

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
RHONE-POULENC INC.

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

2

Rhodia, Inc.
CN 7500
Cranbury, NJ 08512

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUL 27 1998

TAXS

BY:

NY

BILLED

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